

**BROWN & JAMES**  
LAW FIRM

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December 15, 2005

Clerk of the United States Bankruptcy Court  
Southern District of New York  
1 Bowling Green  
New York, NY 10004

In Re: Delphi Corporation, et al.  
Chapter 11; Cause No. 05-44481 (RDD)  
(Jointly Administered)  
Our File No.: 10268-39528

Dear Honorable Clerk:

Enclosed herewith for filing please find the Affidavit of Legal Ordinary Course Professional and Notice and Certificate of Service.

Also enclosed is an extra copy, which we ask that you file-mark and return to us in the self-addressed, stamped envelope that I have provided.

Thank you for your assistance in this regard.

Sincerely,



Anthony Dos Santos

AED/cjk  
Enclosures  
cc: Per Certificate of Service  
7875518

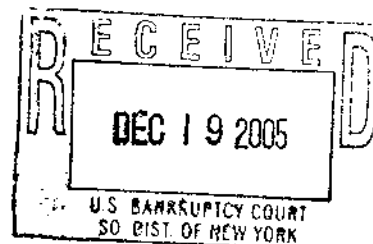


Exhibit 2

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

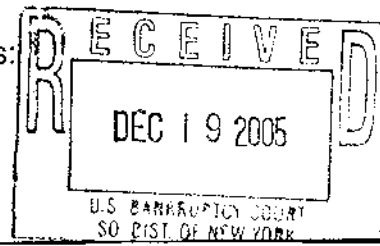
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:  
In Re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481(RDD)  
:  
Debtors. : (Jointly Administered)  
:  
-----X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF ST. CLAIR )

Beth Kamp Veath , being duly sworn, deposes and says:

1. I am a principal of Brown & James, P.C. which firm maintains offices at Richland Plaza I, 525 West Main Street, Suite 200, Belleville, Illinois 62220.
2. Neither I, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. Brown & James, P.C., and specifically Beth Kamp Veath, has represented and advised the Debtors in relation to the case of John Bedrin v. Delphi Automotive, Madison County, Illinois with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and Beth Kamp Veath, and Brown & James , P.C., has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Brown & James, P.C. proposes, to render the following services to the Debtors:  
Legal Representation in the case of John Bedrin v. Delphi Automotive, Madison County, Illinois, 05-L-424.
5. Brown & James, P.C.'s current fees arrangement is as follows:
  - a. \$165.00 per hour for Principal time;



b. \$140.00 per hour for Associate time;

c. All costs of over \$1,000.00 must have prior approval from Delphi.

6. Except as set forth herein, no promises have been received by Brown & James, P.C. or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

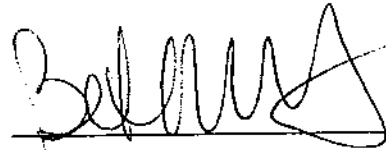
7. Brown & James, P.C. has no agreement with any entity to share with such entity any compensation received by Brown & James P.C..

8. Brown & James, P.C. and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Brown and James, P.C. does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Brown & James, P.C., nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Brown & James, P.C. is to be engaged.

10. The foregoing constitutes the statement of Beth Kamp Veath of Brown & James, P.C., pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



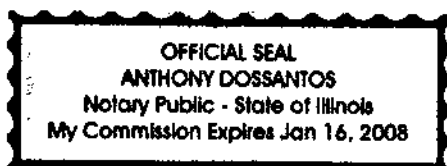
Beth Kamp Veath

Subscribed and sworn before me

This 13<sup>th</sup> day of Dec., 2005



Notary Public



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
:  
In Re : Chapter 11  
DELPHI CORPORATION, et al., :  
:  
Debtors. : Case No. 05-44481(RDD)  
:  
: (Jointly Administered)  
-----X

**NOTICE AND CERTIFICATE OF SERVICE**

Please take notice that Debtor, Delphi Corporation, on the 15th day of December, 2005, filed its original Affidavit of Legal Ordinary Course Professional with the Clerk of the United States Bankruptcy Court, Southern District of New York, 1 Bowling Green, New York, NY 10004.

The undersigned certifies that the Affidavit of Legal Ordinary Course Professional was served, via U. S. Mail, postage prepaid, to:

The Debtors at Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48095  
Attention:: General Counsel

Counsel to The Debtors  
Skadden, Arps, Slate, Meagher  
& Flom  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606  
Attention: John Wm. Butler, Jr., Esq.

The U. S. Trustee  
33 Whitehall Street, Suite 2100  
New York, NY 10044  
Attention: Alicia M. Leonhard, Esq.

Counsel to the Creditors' Committee  
Latham & Watkins  
885 Third Avenue  
New York, NY 10022  
Attention: Mark A. Broude, Esq.

Counsel for the Agent Under the Debtors'  
Prepetition Credit Facility  
Simpson Thacher & Bartlett, LLP  
425 Lexington Avenue  
New York, NY 10017  
Attention: Marissa Wesley, Esq.

Counsel for the Agent Under the Debtors'  
Postpetition Credit Facility  
Davis, Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017  
Attention: Marlane Melican, Esq.



Beth Kamp Veath 6186523  
Anthony Dos Santos 6255862  
BROWN & JAMES, P.C.  
Richland Plaza I  
525 West Main Street, Suite 200  
Belleville, Illinois 62220  
(618) 235-5590  
(618) 355-5159 (fax)

Attorneys for Defendant  
Delphi Automotive Systems, LLC

**Certificate of Service**

I, the undersigned, on the 15th day of December, 2005, at 5:00 p.m., filed the original of the aforementioned document with the Clerk of the United States Bankruptcy Court, Southern District of New York, 1 Bowling Green, New York, NY 10004 and a copy of this document, postage prepaid, in the United States Mail, addressed to the :

The Debtors at Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48095  
Attention: General Counsel

Counsel to The Debtors  
Skadden, Arps, Slate, Meagher  
& Flom  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606  
Attention: John Wm. Butler, Jr., Esq.

The U. S. Trustee  
33 Whitehall Street, Suite 2100  
New York, NY 10044  
Attention: Alicia M. Leonhard, Esq.

Counsel to the Creditors' Committee  
Latham & Watkins  
885 Third Avenue  
New York, NY 10022  
Attention: Mark A. Broude, Esq.

Counsel for the Agent Under the Debtors'  
Prepetition Credit Facility  
Simpson Thacher & Bartlett, LLP  
425 Lexington Avenue  
New York, NY 10017  
Attention: Marissa Wesley, Esq.

Counsel for the Agent Under the Debtors'  
Postpetition Credit Facility  
Davis, Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017  
Attention: Marlane Melican, Esq.

Under penalties of perjury as provided by law, I certify that the statements in this  
affidavit are true.

